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No. [redacted] 33

IN THE

# Supreme Court of the United States

OCTOBER TERM, 1936.

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GUY T. HELVERING, COMMISSIONER OF INTERNAL REVENUE,
*Petitioner,*

v.

RAYMOND I. BASHFORD.

---

**ON PETITION FOR A WRIT OF CERTIORARI TO THE UNITED STATES CIRCUIT COURT OF APPEALS FOR THE THIRD CIRCUIT.**

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## BRIEF FOR THE RESPONDENT IN OPPOSITION.

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WALTER G. MOYLE,
*Attorney for Respondent.*

MOYLE, WILKINSON, SUYDAM & HARLAN,
*of Counsel.*

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IN THE

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OCTOBER TERM, 1936.

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No. 916.

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GUY T. HELVERING, COMMISSIONER OF INTERNAL REVENUE,
*Petitioner,*

v.

RAYMOND I. BASHFORD.

---

**ON PETITION FOR A WRIT OF CERTIORARI TO THE UNITED STATES CIRCUIT COURT OF APPEALS FOR THE THIRD CIRCUIT.**

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## BRIEF FOR THE RESPONDENT IN OPPOSITION.

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### Opinions Below.

The Opinion of the Board of Tax Appeals (R. 127-143) is reported in 33 B. T. A. 10. The unanimous Opinion of the United States Circuit Court of Appeals for the Third Circuit affirming the decision of the Board of Tax Appeals is reported in 87 F. (2d) 827.

### Jurisdiction.

The judgment of the Circuit Court of Appeals was entered January 22, 1937. Petition for a Writ of Certiorari was filed April 22, 1937. The jurisdiction of this Court is

invoked under Section 240(a) of the Judicial Code, as amended by the Act of February 13, 1925.

## Question Presented.

The taxpayer, an individual, owned stock in A corporation. C corporation desiring to acquire control of the assets and business of A, and certain other corporations, developed and financed a plan which admittedly resulted in the reorganization of A, and said other corporations, into a new corporation B, organized for the purpose by C. The reorganization was consummated through exchanges with stockholders of A, and said other corporations, in which they received stock of B, stock of C and cash. Through consummation of and as a part of the plan from its inception, C acquired all the preferred stock and a majority of the common stock of B (the same being the only classes of its stock). The question is whether the gain represented by the C stock is taxable, which depends upon whether it is stock of a corporation, a party to the reorganization, under Section 112(b)(3), or "other property" under Section 112(c)(1), Revenue Act of 1928. The taxpayer conceded the taxability of the cash and the Commissioner has conceded that no gain shall be recognized on the receipt by taxpayer of stock of B.

## Statute and Regulations Involved.

The statute and regulations involved will be found in the Appendix, *infra*, pp. 15-17.

## Statement.

The facts, except those disclosed by the testimony of two witnesses, were stipulated before the Board of Tax Appeals (R. 19-126). The findings of fact made by the Board were included in its Opinion (R. 127-143) and may be summarized as follows:

Prior to October 7, 1930, Peerless Explosives Company, Union Explosives Company and the latter's wholly owned subsidiary, Black Diamond Powder Company, were corporations engaged in the manufacture and sale of explosives, as was Atlas Powder Company. Atlas was not satisfied with its position of rivalry with the other three corporations who were not only competitors but substantial customers of Atlas, since they purchased from it large quantities of chemicals used in the manufacture of their products. Desiring to acquire control of the business of these companies, the President of Atlas, early in 1930, conceived the plan of attaining this end by means of reorganizing the three competitive companies into a new corporation to be controlled by Atlas. In order that the plan might not be blocked prematurely by competitive interests and to insure reasonable terms (R. 186—Statement of Evidence) Atlas concealed its identity at the inception of the negotiations by acting through individual agents (R. 129-130) but its identity was disclosed in July, 1930 (R. 186—Statement of Evidence), when the majority stockholders of Peerless and Union gave their oral assurance that they would exchange their stock on the basis of a plan substantially like the written contracts finally entered into on October 7, 1930 (R. 130). From the beginning, however, the said agents made it plain that they represented a strong financial interest which would finance the reorganization and that said agents and the principal stockholders of Peerless and Union would be officers in the new company (R. 130).

The main features of the reorganization plan were that Peerless, Union and Black Diamond were to be consolidated into a new company, Peerless-Union Explosives Company; that the stockholders of the old companies would receive for their stock, Atlas stock, stock in the new company and cash. Atlas on its part was to furnish the new company with sufficient cash and sufficient shares of its own common and preferred stock to complete the transaction in exchange

for the preferred stock and a majority of the common stock of the new company (R. 130-131). As a preliminary step, Atlas caused the incorporation of the new company, September 22, 1930, for the purpose of acquiring the business and assets of Peerless, Union and Black Diamond, and subscribed for and was issued all of its original authorized capital stock, the same being 10 shares of common and 10 shares of preferred. Subsequently, on October 6, 1930, the capital stock of the new company was increased to 100,000 shares of common of no par value and 50,000 shares of preferred of $100 par value (R. 131).

On October 2, 1930, the Board of Directors of Atlas approved the proposed reorganization and the incorporation of the new company and authorized its officers to pay over to the new company sufficient of its stock to carry out the plan, *i. e.* 6,318 shares of Atlas preferred stock, 8712½ shares of Atlas common stock and $960,560.25 in cash in exchange for shares in the new company (R. 131-132).

On October 7, 1930, the majority stockholders of Peerless and Union entered into written contracts with the agents of Atlas to deliver the former's shares of stock in their respective corporations in exchange for cash, shares of common stock in the new company and shares of stock in Atlas, as provided for in the plan. The contracts also provided a basis of exchange with the minority stockholders (R. 132-133). Pursuant to the plan the agents of Atlas on the same day entered into a written contract with the new company in which the agents agreed to exchange the stock of Peerless and Union, to which they were entitled under their contracts with the stockholders of Peerless and Union, for cash, stock of Atlas and stock of the new company in the amounts required by the agents to consummate the exchanges under their contract with the stockholders of Peerless and Union. There were warranties relative to the employment of stockholders of the old companies by the new, to the dissolution of the old companies and the acquisition by the new company of their assets and

the assumption of their liabilities, and to the reimbursement by *Atlas* to said stockholders for any income tax imposed upon them growing out of this transaction (R. 135).

Prior to October 7, 1930, the agents of Atlas had secured options on practically all of the minority stockholdings in Peerless and Union on the terms stated in the contracts above mentioned. On October 7, 1930, the transfers and exchanges were made pursuant to the agreements and reorganization plans. The old companies transferred their assets to the new company and were dissolved, with the result that the new company became the owner of practically all of the stock and all of the assets of the old companies and Atlas received all of the preferred stock and over 57 per cent of the common stock issued by the new company. The stockholders of the old companies received 43 per cent of the common stock of the new company and a substantial block of common and preferred stock in Atlas (R. 135-136). The taxpayer, one of the majority stockholders of Peerless, received in exchange for his stock in that company 2720.08 shares of the common stock of the new company, 625 shares of preferred stock of Atlas, 1344 shares of the common stock of Atlas and $25,306.67 in cash (R. 138).

The Commissioner asserted a deficiency against the taxpayer (R. 12-14) upon the theory that there had been a statutory reorganization effected between the three old companies and the new company but that Atlas was not a party to such reorganization and, therefore, its stock received by taxpayer in the exchange should be treated as "other property" and the gain thereon recognized along with the cash received under Section 112(c)(1), Revenue Act of 1928, infra, p. 15.

The Board of Tax Appeals rejected the contentions of the Commissioner and held that a statutory reorganization was effected between the three old companies and the new corporation and that Atlas was unquestionably a party thereto by reason of the fact that it acquired all the pre-

ferred stock and a majority of the common stock of the new company, in the transaction in which the Board found that without the participation of Atlas there would have been no reorganization (R. 141).

While the Board found that the facts in the instant case were in some respects similar to those in *Fifth Avenue Bank of New York, Executor*, 31 B. T. A. 945, affirmed, 84 F. (2d) 787, in that Atlas was found to be the main spring of the entire proceeding, yet it held that the facts in the instant case are even stronger for the taxpayer than in that case, in that Atlas came within the literal terms of Section 112(i)(2), citing in support *Tulsa Oxygen Co.*, 18 B. T. A. 1283; *First National Bank of Champlain, N. Y.*, 21 B. T. A. 415 (R. 141-142).

In the Circuit Court of Appeals the Commissioner conceded that a statutory reorganization had been effected between the new corporation and the three old companies, but contended that Atlas was not a party to the reorganization because it was not so intimately connected therewith as to become a party to a reorganization within the meaning of Section 112(i)(2), Revenue Act of 1928 (R. 203-204); that the instant case was controlled by the decision of this Court in *Bus & Transport Securities Corp.* v. *Helvering*, 296 U. S. 391 (R. 206), because Atlas had employed a circuitous and involved scheme for gaining control of the businesses of the old corporations through the use of agents who, during the preliminary negotiations with the stockholders, did not disclose the identity of Atlas. The Commissioner further contended that despite the fact Atlas acquired a majority of the stock of the new company, it was not a party *in fact* to the reorganization since its relation to the reorganization was indirect, separate and distinct (Pet. Br. below, pp. 2, 15-26).

The Court below held that Atlas was a party to the reorganization within the literal terms of the statutory definition because Atlas had acquired a majority of the stock of all classes of the new company, in connection with the con-

solidation of the three old companies under the plan of reorganization and by way of *dictum* said that even if Atlas had not come within the literal terms of the statutory definition, it was a party to the reorganization because Atlas was so intimately connected with the reorganization of the other corporations (R. 205). The Court held that a contrary conclusion was not justified by the opinion in the *Bus & Transport Securities Corp.* case, since that case was clearly distinguishable on its facts, there being, as stated by this Court, no transaction involved which "we think, even remotely resembles either merger or reorganization, as commonly understood". (R. 206)

**Argument.**

The Petitioner urges two reasons for granting the writ: *first*, that the case involves an important question of Federal law, under the reorganization provisions of the Revenue Acts, which has not, but should be settled by this Court, and, *second*, that the decision of the Court below is squarely in conflict with the decision of the Seventh Circuit Court of Appeals in *Commissioner* v. *Groman*, 86 F. (2d) 670, in which a petition for certiorari, filed by the taxpayer, is now pending in this Court, No. 854, October Term, 1936.

Respondent opposes the granting of the writ for the following reasons:

First, because the point of Federal law here in question was not raised prior to the petition for certiorari.

Second, because the Petitioner has not established a question of Federal law, since the construction of the statute in question, by the Court below, has not been challenged by applicable judicial decision. As the language of the statute is clear and unambiguous and as its construction by the Court below is in accordance with long established decisions of the Board of Tax Appeals and the regulations of

the Treasury Department in force since 1924, there is nothing for this Court to construe.

Third, because the decision of the Court in the instant case is not in conflict with the decision of the Seventh Circuit Court of Appeals in *Commissioner* v. *Groman, supra.*

1. In the petition for certiorari, the Commissioner for the first time raises the statutory question whether the stock of Atlas carries with it the necessary continuity of interest in the assets and affairs of the new company so that the gain thereon is unrecognized under Section 112(b)(3) despite the conceded fact that Atlas acquired the majority of the stock of all classes of the new company in accordance with the literal terms of Section 112(i)(2), Revenue Act of 1928, in connection with the admitted reorganization of the old companies into the new company.

In the deficiency letter, the Commissioner took the position that there was a reorganization between the old and the new companies, but that the value of the Atlas stock was taxable income under the provisions of Section 112(c)(1). (R. 12-14) Before the Board, the Commissioner changed his position and contended that by none of the exchanges was a statutory reorganization effected; that the entire transaction constituted a sale; and that even if it were conceded that a statutory reorganization was effected between the old companies and the new that Atlas was not a party since it failed to acquire a majority of the stock of all classes of the new company and thus qualify under the literal terms of Section 112(i)(2). (R. 139, 203)

Defeated on these *questions of fact,* the Commissioner appealed to the Court below on the theory that although there admittedly was a statutory reorganization between the old companies and the new company, and even may have been a reorganization between Atlas and the new company, yet, because of the circuitous and involved method employed by Atlas for gaining this control of the old companies, Atlas was not a party *in fact* to the reor-

ganization wherein the taxpayer acquired stock in Atlas. This alleged devious method was likened by the Commissioner to the transactions involved in the *Bus and Transport Securities Corp.* case (R. 204—Pet. Br. below, pp. 2, 15-26). Thus, in another form the Commissioner raised the largely *factual question* whether Atlas, by contract or otherwise, was a party to the transactions which he now concedes constitute a statutory reorganization or whether Atlas employed such a circuitous and devious scheme, acting through agents whose identity was not disclosed in the preliminary negotiations, that it occupied a position essentially different from that occupied by the parent corporation in the *Fifth Avenue Bank* case and comparable with the facts in the *Bus and Transport Securities Corp.* case (Pet. Br. below, p. 25).

Now, having failed to convince the Circuit Court that there was a similarity of method employed in the instant case and in the *Bus and Transport Securities Corp.* case sufficient to disqualify Atlas as a party to the reorganization, the Commissioner for the first time seeks to raise in his petition for certiorari, the issue whether Atlas, being merely the parent company of the transferee of Peerless, could under *any* circumstances as to *method* of carrying out this plan of reorganization, have become a party to the reorganization within the meaning of Section 112(i)(2).

In *Helvering* v. *Minnesota Tea Co.*, 296 U. S. 378, at 380, in connection with a point of statutory construction raised for the first time in the petition for certiorari, this Court in refusing to consider it, said:

> "This point was not raised prior to the petition for certiorari, and under the circumstances, we do not consider it."

It is respectfully submitted that in the same circumstances here, the petition for certiorari on this point should be denied.

2. The petition for certiorari has failed to establish the existence of "an important question of Federal law".

The Commissioner contends that the Court below adopts an erroneous construction of Section 112(i)(2) when it applies the statute in accordance with its plain and ordinary meaning. While admitting that the acquisition by Atlas of a majority of the stock of the new company comes within the *literal* terms of the statute, he asks this Court to adopt an unnatural and forced construction of its language which is in conflict with his long established regulations and the uniform rulings of the Board of Tax Appeals.

While not directly urging that the construction of the statute by the Court below is in conflict with the applicable regulations of the Treasury Department (Article 577, Regulations 74) Petitioner seeks to avoid the necessary implications of its language by stating that neither Section 112 (i)(2) or Article 577, Regulations 74 "provide that a parent corporation is to be considered a party to a reorganization to which its subsidiary is a party". This argument is without substance for it is elemental that the statute must be taken to mean what it says. See *Adams Express Co.* v. *Kentucky*, 238 U. S. 190, at 199. This doctrine applies with special force to tax statutes. See *Crooks* v. *Harrelson*, 282 U. S. 55, at 61. The words being clear they are decisive. There is nothing to construe. See *Van Camp & Sons* v. *Am. Can Co.*, 278 U. S. 245.

The necessary implication of Petitioner's argument is that Section 112(i)(1)(A), defining reorganization, modifies the evident meaning of Section 112(i)(2). This theory that one section of a reorganization statute should be construed to modify another section was repudiated by this Court's decision in *Helvering* v. *Minnesota Tea Co., supra*, at page 384.

Nor has Petitioner shown that the decisions cited support a view contrary to that taken by the Court below. In *Bus and Transport Securities Corp.* v. *Helvering, supra*, this Court had no reason to construe Section 112(i)(2)

since Public Service Company of New Jersey, the parent corporation, could not be "a party to a reorganization" if, as this Court stated, none of the transactions even remotely resemble a reorganization.

Both in the *Minnesota Tea* case and in *Cortland Specialty Co.* v. *Commissioner*, 60 F. (2d) 937, certiorari denied, 288 U. S. 599, the sole question was whether the transaction in question constituted a merger or reorganization under Section 112(i)(1)(A). In the former case an exchange of the assets of the Minnesota Tea Company for a small percentage of the stock of Grand-Union was held to be a reorganization. In the latter case, the Court held that there was no semblance of a merger or reorganization since cash and short-time notes did not represent a continuity of interest in the assets transferred. Similarly in *Pinellas Ice & Cold Storage Co.* v. *Commissioner*, 287 U. S. 462, this Court held that the sale of assets for money and short-time notes was not within the intendment of Section 112(i)(1)(A). In none of these cases was the Court called upon to construe Section 112(i)(2).

If the literal terms of Section 112(i)(2) cannot be held conclusive as to its meaning, a reference to its long established construction by the Commissioner leaves no support to Petitioner's contention. The identical language of this Section and Article 577 of Regulations 74, promulgated thereunder, is found in the Revenue Acts of 1924 and 1926 and the regulations promulgated thereunder. In re-enacting the statute Congress has expressed its approval of the construction contained in the prior regulations. See *Helvering* v. *Minnesota Tea Co., supra*, at 384; *Helvering* v. *Watts*, 296 U. S. 387. The construction of the statute by the Court below is clearly in accordance with Article 577 of Regulations 74. (R. 205) The Board of Tax Appeals has uniformly applied and construed the statute in accordance with these regulations of the Treasury Department. See *Claude Neon Lights, Inc.*, 35 B. T. A., No. 63, at 10; *John S. Woodard*, 30 B. T. A. 1216, at 1223-24; *Fifth Avenue Bank*, 31

B. T. A. 945, at 951; *First National Bank of Champlain*, 21 B. T. A. 415. The facts in the *First National Bank of Champlain case*, in which the Government did not appeal from the decision of the Board, are very similar to those in the instant case and involve a similar construction of the statute.

The decision of the Seventh Circuit Court in *Commissioner* v. *Groman, supra*, which Petitioner cites as being squarely in conflict with the decision in the instant case will be shown, by the discussion under the third sub-division of this argument, not to involve the alleged question of Federal law raised by Petitioner herein. It should be observed that although the Petitioner contends that a question of Federal law is raised by the decision of the Court below the Commissioner did not petition for a writ of certiorari in the recent *Fifth Avenue Bank* case involving the identical question raised in the *Groman* case.

3. The contention of Petitioner that the instant case is squarely in conflict with the decision in the *Groman* case is based upon his erroneous conclusion that the Board and the Court below in the instant case based its decision that Atlas is a party to the reorganization upon the fact that Atlas was intimately associated with and the motivating force in the consummation of the plan of reorganization of the old and the new companies, under the doctrine of the *Fifth Avenue Bank* case (Pet. Br. below 24-25). This error lead Petitioner, in this Court, to the further error that the instant case is in conflict with the *Groman* case which is the exact converse of the decision in *Fifth Avenue Bank*, supra.

In the Court below Petitioner strenuously argued that the instant case was *essentially different from the Fifth Avenue Bank* case (Pet. Br. below 24-26). It is not strange, therefore, that no mention of that case is made in the petition for certiorari.

Since in neither the *Fifth Avenue Bank* or *Groman* cases was it even contended that the parent corporation came

within the *literal terms* of the statute, it was necessary for the Court to find that its terms could and should be extended to the facts there involved. In the *Fifth Avenue Bank* case, Cynamid, the parent corporation, acquired all the common stock and none of the preferred stock of the new company, while in the *Groman* case, Glidden Company, purchased the common stock in the new company for cash and received none of the preferred stock. Atlas, on the other hand, received 57% of the common stock of the new company and all of its preferred stock. Both as to the law and facts, the decision of the Third Circuit Court of Appeals in the *Fifth Avenue Bank* case, was cited as being precisely in point with the *Groman* case in the petition for certiorari (page 3) filed by the taxpayer in *Herman C. Groman* v. *Commissioner*, No. 854, now pending in this Court.

The Board of Tax Appeals and the Court below, in the instant case, both held that the acquisition by Atlas of a majority of the stock of the new company, within the literal terms of the statute, constituted a controlling difference between the facts in the instant case and the *Fifth Avenue Bank* case.

The Board in its Opinion found that:

> "The facts in this case are even stronger for the Petitioner than those in the above cited case in support of the proposition that Atlas was a 'party to a reorganization' for here the evidence shows that Atlas acquired all of the preferred stock of the new company and 57 per cent of the common stock which unquestionably made it a party to the reorganization." (R. 142)

The Court below in affirming the Board said:

> "We also observe that the reorganization in this case contemplated and involved not only the acquisition by the new company of a majority of the stock of all classes of the old companies, but also the acquisition by Atlas of a majority of the stock of all classes of the

new company itself. It, therefore, appears that Atlas was a party to the reorganization within the literal terms of the statutory definition." (R. 205)

Unnecessary to the decision of the Court below and purely by way of dictum it made the following comment, "But even if this were not so, we are satisfied that Atlas was a party to the reorganization within the meaning of the statute * * *."

The dictum of the Court was occasioned by the contention of Respondent that even in the event it was found that Atlas had not acquired a majority of the stock of the new company, Atlas would qualify as a party to the reorganization under the doctrine of the *Fifth Avenue Bank* case. Therefore, the decision in the *Groman* case is in conflict only with the dictum in the decision of the Court below in the instant case. It is submitted that this is not such a conflict as would warrant this Court in granting a writ of certiorari.

## Conclusion.

It is submitted that the decision below is correct. The Petitioner has raised no question of Federal law which should be considered by this Court. As the decision of the Court below is not in conflict with the decision of another Circuit Court Court of Appeals, the petition should be denied.

WALTER G. MOYLE,
*Counsel for Respondent.*

MOYLE, WILKINSON, SUYDAM & HARLAN,
*Of Counsel.*

# APPENDIX

Revenue Act of 1928, c. 852, 45 Stat. 791:

SEC. 112. RECOGNITION OF GAIN OR LOSS:

(a) *General rule.*—Upon the sale or exchange of property the entire amount of the gain or loss, determined under section 111, shall be recognized, except as hereinafter provided in this section.

(b) *Exchanges solely in kind.*—

* * * * * * *

(3) *Stock for stock on reorganization.*—No gain or loss shall be recognized if stock or securities in a corporation a party to a reorganization are, in pursuance of the plan of reorganization, exchanged solely for stock or securities in such corporation or in another corporation a party to the reorganization.

(4) *Same—Gain of corporation.*—No gain or loss shall be recognized if a corporation a party to a reorganization exchanges property, in pursuance of the plan of reorganization, solely for stock or securities in another corporation a party to the reorganization.

* * * * * * *

(c) *Gain from exchanges not solely in kind.*—(1) If an exchange would be within the provisions of subsection (b) (1), (2), (3), or (5) of this section if it were not for the fact that the property received in exchange consists not only of property permitted by such paragraph to be received without the recognition of gain, but also of other property or money, then the gain, if any, to the recipient shall be recognized, but in an amount not in excess of the sum of such money and the fair market value of such other property.

(2) If a distribution made in pursuance of a plan of reorganization is within the provisions of paragraph (1) of this subsection but has the effect of the distribution of a taxable dividend, then there shall be taxed as a dividend to each distributee such an amount of the gain recognized under paragraph (1) as is not in excess of his ratable share of the undistributed earnings and profits of the corporation accumulated after February 28, 1913. The remainder, if any, of the gain recognized under paragraph (1) shall be taxed as a gain from the exchange of property.

(d) *Same—gain of corporation.*—If an exchange would be within the provisions of subsection (b)(4) of this section if it were not for the fact that the property received in exchange consists not only of stock or securities permitted by such paragraph to be received without the recognition of gain, but also of other property or money, then—

(1) If the corporation receiving such other property or money distributes it in pursuance of the plan of reorganization, no gain to the corporation shall be recognized from the exchange, but

(2) If the corporation receiving such other property or money does not distribute it in pursuance of the plan of reorganization, the gain, if any, to the corporation shall be recognized, but in an amount not in excess of the sum of such money and the fair market value of such other property so received, which is not so distributed.

* * * * * * *

(i) *Definition of reorganization.*—As used in this section and sections 113 and 115—

(1) The term "reorganization" means (A) a merger or consolidation (including the acquisition by one corporation of at least a majority of the voting stock and at least a majority of the total number of shares of all other classes of stock of another corporation, or substantially all the properties of another corporation), or (B) a transfer by a corporation of all or a part of its assets to another corporation if immediately after the transfer the transferor or its stockholders or both are in control of the corporation to which the assets are transferred, or (C) a recapitalization, or (D) a mere change in identity, form, or place of organization, however effected.

(2) The term "a party to a reorganization" includes a corporation resulting from a reorganization and includes both corporations in the case of an acquisition by one corporation of at least a majority of the voting stock and at least a majority of the total number of shares of all other classes of stock of another corporation.

(j) *Definition of control.*—

* * * * * * *

Treasury Regulations 74, promulgated under the Revenue Act of 1928:

ART. 577. *Definitions.*—The term "reorganization" as used in sections 112, 113, and 115 means—

(1) A merger or consolidation (including the acquisition by one corporation of at least a majority of the voting stock and at least a majority of the total number of shares of all other classes of stock of another corporation, or substantially all the properties of another corporation),

(2) A transfer by a corporation of all or a part of its assets to another corporation if immediately after the transfer the transferor or its stockholders or both are in control of the corporation to which the assets are transferred,

(3) A recapitalization, or

(4) A mere change in identity, form, or place of organization, however effected.

The term "a party to a reorganization" as used in sections 112 and 113 includes a corporation resulting from a reorganization and includes both corporations in the case of an acquisition by one corporation of at least a majority of the voting stock and at least a majority of the total number of shares of all other classes of stock of another corporation. This definition is not an all-inclusive one, but simply enumerates certain cases with respect to which doubt might arise.

* * * * * * *